

# Bylaws of the Central Texas Compensation & Benefits Association

## Article I. OVERVIEW

### Section 1.01 Name:

The name of the organization is the Central Texas Compensation and Benefits Association, also known as CTCBA.

### Section 1.02 Corporation

CTCBA is incorporated under the laws of the State of Texas as a non-profit professional association.

### Section 1.03 Purpose

CTCBA is committed to promoting the professional practice of total rewards management in order to attract, retain and motivate employees. Total rewards are used to describe the complete rewards and recognition package that an employee receives. It includes employee pay, benefits, and the work experience.

### Section 1.04 CTCBA fulfills its vision by:

- Providing opportunities for professional interaction,
- developing informational and educational programs in total rewards,
- facilitating professional development in total rewards, and
- providing professional compensation expertise and service to the region.

### Section 1.02 WorldatWork

CTCBA supports and promotes the World at Work and maintains membership within the Group Partnership Network (GPN) of the World at Work. In addition, CTCBA supports the efforts of other organizations with compatible goals.

## Article II. MEMBERSHIP

### Section 2.01 Membership Categories

CTCBA membership includes Regular, Life and Student members.

### Section 2.02 Provisions of Membership

Membership categories, terms, dues and/or special levies are established and may be modified by the Executive Board of the organization. The CTCBA Executive Board may terminate the membership of any individual without refund of dues for solicitation or other violations against the purpose or policies of CTCBA.

### Section 2.03 Regular Members

Regular membership comprises professionals and other individuals interested in the practice of total rewards management. Regular members are entitled to all privileges of membership, including full voting rights, and eligibility to hold office in CTCBA.

Examples of members in this category include:

- Specialists engaged in total rewards,
- Human resources generalists,
- Faculty members of professional rank in total rewards or human resources management at an accredited college or university,
- Individuals providing professional services in human resources, and
- Individuals interested in the practices of professional human resources.

### Section 2.04 Life Members

A member who has served a minimum of one full term of office as CTCBA President is entitled to life-time membership in the Association. Life members are entitled to all

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privileges of membership. Life members are not required to pay dues or special levies after earning this membership status.

## **Section 2.05 Student Members**

Student membership includes individuals who are actively enrolled in a human resources related degree program at an accredited college or university. Student members do not pay dues or special levies, but may attend CTCBA events and educational programs at the regular member rate. Student members are not eligible to vote, chair a committee or hold office. However, such members may serve on committees in a volunteer capacity.

## **Section 2.06 World at Work Membership**

CTCBA members are encouraged (but not required) to join WorldatWork.

## **Article III. EXECUTIVE BOARD**

The Executive Board provides for the overall planning and strategy of the organization while reviewing the organization's vision statement and goals on a regular basis. The Board oversees the general management of all business affairs, conducts regularly scheduled meetings, supervises related activities and programs, proposes recommendations to the CTCBA membership, and performs other duties as specified in the bylaws or as deemed beneficial to the organization.

### **Section 3.01 Officers**

The Executive Board of CTCBA is comprised of eight officers:

- President
- Immediate Past President
- President Elect
- Vice-President, Communications
- Vice-President, Finance
- Vice-President, Membership
- Vice-President, Programs
- Vice-President, Survey

### **Section 3.02 General Rules**

The Board is subject to the orders of CTCBA as a whole, and none of its acts shall conflict with action taken by the CTCBA as a whole.

With the exception of the President, each officer not only serves as a member of the Executive Board but also a voting member of CTCBA. The President may vote only to make or break a tie.

### **Section 3.03 General Descriptions**

General descriptions of the responsibilities for each officer are listed below. Officers may take on responsibility for other duties and special projects as needed.

#### **(a) President**

- Serves as the presiding executive officer of CTCBA and has general charge and management responsibilities.
- Presides at all business and executive board meetings of CTCBA.
- Serves as member ex-officio on all committees and as the overall liaison with the Business Manager, World at Work, and other related organizations.

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- Guides the directors and committees in carrying out the objectives of the association and enforces the provisions of the bylaws and policies of CTCBA.
- (b) Immediate Past President
  - May perform the duties of the President at the request of the President or in the President' absence.
  - Serves as primary liaison with the World at Work, Austin Human Resources Management Association (AHRMA), and other related organizations.
  - Serves in an advisory position and reports on current developments and legislation in the total rewards field.
  - Coordinates the development of present and potential CTCBA directors and chairs in cooperation with the President.
  - May coordinate special projects as directed by the President or the Executive Board.
- (c) President Elect
  - Assists the President and Immediate Past President in managing CTCBA.
  - May perform the duties of the President and Immediate Past President in their absence or at their request.
  - Coordinates program committees and assists other officers in their duties.
  - May coordinate special projects as directed by the President or the Executive Board.
- (d) Vice President (VP) - Communications
  - Manages communications related to general correspondence, annual reports, press releases, official notices, and elections.
  - Oversees proper retention of all CTCBA official records in conjunction with the Business Manager.
  - Designs, develops and maintains printed materials, newsletters and web communications to membership and other interested groups.
- (e) Vice President (VP) - Finance
  - Oversees financial activities for CTCBA in accordance with general accounting principles and sound banking practices.
  - Reviews and approves all financial expenditures, and provides reports of financial position to the Board.
  - Arranges for outside audits as directed by the Executive Board or CTCBA as a whole.
  - Make recommendations on accounting procedures, audit methods, report styles, insurance, bonding, and baking practices to the Board for approval.
- (f) Vice President (VP) - Programs
  - Coordinates meeting programs and educational courses offered by CTCBA.
  - Provides a full offering of interests through a committee of chairs overseeing the pay, benefits, senior management, and generalist interests through presentations and workshops offered by CTCBA.
- (g) Vice President (VP) - Membership
  - Conceives, plans and executes new member recruitment and orientation programs seeking to attract members representing all industries in the Austin – Central Texas area including the high-tech, service, government, health care and retail industries in the region.
  - Coordinates student membership recruitment programs with colleges and universities.
  - Coordinates the preparation and distribution of the CTCBA membership directory.

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- Leads efforts in sponsoring membership networking events.

### **(h) Vice President (VP) - Survey**

- In partnership with other organizations and/or third party providers approved by the Executive Board coordinates the planning, marketing and distribution of pay and benefits survey(s) for CTCBA.
- Coordinates the activities of the Committee and Chairs of the Benchmark, Market Cuts, and Marketing and other sub-committees, as needed.

### **Section 3.04 Nominating Committee**

The Nominating Committee provides a slate of candidates for election on an annual basis. The Nominating Committee shall include the current President, the current Immediate Past President and a Vice-President appointed by the presiding Executive Board.

The slate shall be presented with additional nominations to be taken from the floor in a scheduled or called meeting with the election held at the subsequent scheduled or called meeting. These meetings must be in compliance with Section VII of these bylaws.

Terms

The Directors of the Executive Board shall be elected on an annual basis. The term for each director is one year. The President may serve no more than one full term within consecutive years.

### **Section 3.05 Vacancies**

Executive Board vacancies will be filled for the remainder of the term by appointment by the President and confirmed by vote of the Executive Board. In the event that the position of President becomes vacant, the position shall be filled in order by the Immediate Past President or a Vice President as appointed by the presiding Board.

### **Section 3.06 Recall**

Any elected official may be recalled by the CTCBA membership. A recall motion shall be made in accordance with Roberts Rules of Order Newly Revised. Written notice containing specific complaints must be presented to the Executive Board at least one month prior to the presentation of a recall motion at a meeting in compliance with Article VII. A two-thirds majority of the votes cast shall sustain the recall.

## **Article IV. MANAGEMENT SERVICES**

The Executive Board may employ a Business Manager to provide administrative management support to the organization. This position is a non-voting member of the Executive Board and also serves as the liaison to World at Work. The Board, under the direction of the President, will conduct periodic performance appraisals and contract reviews of the Business Manager position.

A general description of the position responsibilities is detailed below. This description in no way states or implies that these are the only duties to be performed by the position. The Business Manager will be required to follow any other instructions and to perform any other duties requested by the Board.

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- Provides staffing for the CTCBA office answering telephone, fax, mail and email inquiries.
- Updates and maintains membership database and website.
- Membership literature is distributed upon request and at special events.
- Member networking luncheons/workshops are promoted via email and regular mail communications.
- Makes bank deposits and handles accounts payable in cooperation with VP-Finance.
- Coordinates with WorldatWork to bring certification courses to the Austin area.
- Reserves hotel meeting locations and arranges catering, AV setup for bi-monthly meetings/workshops as well as WorldatWork certification courses.
- Prepares monthly board meeting agenda in cooperation with the President and distributes to directors one week prior to meeting.
- Takes and distributes minutes of board meetings to directors within two business days after monthly meeting.
- Provides information to VP-Communications for newsletter or other communications as needed.
- Distributes and collects completed evaluation forms from luncheons/workshops. Analyzes responses, notes any trends and prepares a summary for the Board.
- Performs additional duties and special projects as required.

### **Article V. Committees**

Each Vice President presides over standing committees as needed for the functions under his or her responsibilities. The chairs of sub-committees are nominated by the appropriate Vice President and confirmed by vote of the Executive Board. In addition, other standing and ad hoc committees and committee chairs may be appointed by the President and confirmed by vote of the Executive Board. The Chairs of all Committees are ex-officio members of the Executive Board with voice but no vote at Executive Board meetings.

### **Article VI. NON-SOLICITATION**

CTCBA does not permit any member or non-member to use the mailing list of CTCBA members except for explicit CTCBA purposes authorized in writing by the CTCBA Executive Board.

CTCBA does not endorse members, products, services, outside organizations, or vendors. CTCBA does not allow the use of the CTCBA name in business ventures or solicitations without the written approval of the Executive Board.

CTCBA does not allow verbal or written solicitation during CTCBA meetings or in the room or adjacent hallways where meetings are conducted. Exceptions to this section require advance written approval by the Executive Board.

### **Article VII. GOVERNANCE**

#### **Section 7.01 Quorum**

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Ten percent (10%) of the eligible voting members in good standing shall comprise a quorum for CTCBA meetings. A majority of filled director positions shall comprise a quorum for Executive Board meetings.

### **Section 7.02 Votes**

Each member shall have one vote. Voting by proxy is not allowed, except as otherwise provided by law or by these bylaws. All matters which require action by ballot shall be decided by a majority of votes cast at a meeting in compliance with Article IX, Section 3.

### **Section 7.03 Meetings**

CTCBA shall hold a minimum of four (4) meetings per year on a quarterly schedule. The schedule of meetings shall be published by the Executive Board. A specially called meeting may be scheduled by the President or by the Executive Board, or by written request of at least five (5) voting members. Proper notice for meetings requires a minimum 10 day notice either by general announcement, phone call, posted mail, electronic message, fax, or flyer to the most current membership list.

### **Section 7.04 Conflict of Interest**

Any conflict of interest between CTCBA interests and any organizational representative, officer, or chair shall be disclosed and recorded prior to election, appointment, or service. Where such duality exists, the individual shall refrain from voting, but may state an opinion or may provide information.

### **Section 7.05 Parliamentary Authority**

Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CTCBA to which they are applicable and in which they are not inconsistent with law, with these bylaws, and with any special rules of order that CTCBA may adopt.

### **Section 7.06 Amendments**

By-laws may be amended (including adoption and repeal) after the amendment has been submitted, in writing, to all members at least ten calendar days prior to the vote. The amendment may be sent by announcement or newsletter through posted mail, electronic message, fax, and/or courier to the most current membership list. A two-thirds majority of votes cast shall sustain the amendment at any meeting that meets quorum and notification requirements as outlined in this article, sections 1 and 3.

### **Section 7.07 Dissolution**

CTCBA shall use its funds and other assets exclusively to advance the mission and purposes stated in these bylaws. CTCBA may be dissolved only upon the approval of seventy-five percent (75%) of the voting membership. Upon dissolution of the association, any remaining funds or other assets shall be distributed to one or more nonprofit organizations established with purposes similar to those of CTCBA and selected by the voting membership to be the legal recipient(s) of such funds and other assets.

**Bylaws as adopted on September X, 2004**